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**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

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December 27, 1995

RECORDATION NO. 14229-AA  
FILED 1429

DEC 27 1995 - 9 15 AM

Recordation No. 14229-AA

UNITED STATES COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Assignment of Lease ("Assignment"), dated as of June 1, 1995.

The parties to the enclosed Assignment are:

First Security Bank of Utah, N.A., as  
Owner Trustee under BLC Trust  
No. 92-1  
79 South Main Street  
Salt Lake City, Utah 84111

— LESSOR/ASSIGNOR

Helm-Atlantic Associates Limited Partnership  
One Embarcadero Center  
San Francisco, CA 94111

— ASSIGNEE/SUCCESSOR  
LESSOR

The said Assignment, among other things, acts to assign to the Assignee all right, title interest and obligations, of the Assignor as Lessor in that certain Master Leasing Agreement dated as of December 1, 1983, as supplemented and amended, recorded under Recordation No. 14229-A and the Assignment should be recorded as "AA" under the same Recordation No. 14229.

The equipment covered by the instant Assignment is the equipment as listed in Attachment A thereto. A short summary of the Assignment to appear in the ICC Index is as follows:

"Assignment of Lessor's interest and obligations in  
Master Leasing Agreement under Recordation No.  
14229-A, as supplemented and amended."

Please index separately the name of the above-mentioned Assignee in the ICC  
"Vendee/Assignee" Index book ("white pages") as follows:

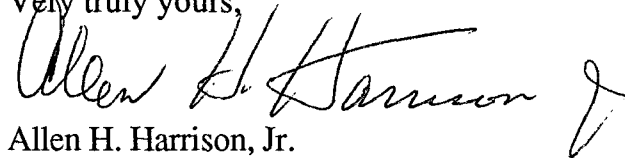
Index under Helm-Atlantic Associates Limited  
Partnership saying, "See Recordation No. 14229-AA."

RECEIVED  
FEB 27 1996  
FEDERAL RESERVE  
BANK OF NEW YORK  
BRANCH  
DEC 27 9 40 AM '95

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fees.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Allen H. Harrison, Jr.", with a large, stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for Helm-Atlantic Associates  
Limited Partnership for purposes of  
this filing.*

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

*Enclosures*

BY HAND

8350-020



n PRE & P

Washington, D.C. 20423-0001

12/27/95

Office Of The Secretary

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, P. C.  
1100 New York Ave., NW., Ste 750  
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/27/95 at 9:45AM, and assigned recordation number(s). 14229-AA and 14229-BB.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100904012)  
(0100904013)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

## ASSIGNMENT OF LEASE

DEC 27 1995-9 42 AM

ASSIGNMENT, dated as of June 1, 1995, between **First Security Bank of Utah, National Association**, not individually but solely as Owner Trustee under BLC Trust No. 92-1 ("**Lessor**"), and **Helm-Atlantic Associates Limited Partnership**, a Delaware limited partnership ("**Helm-Atlantic**").

WHEREAS, Lessor has executed a Bill of Sale, dated June 1, 1995, providing for the sale to Helm-Atlantic of the locomotives (the "**Units**") listed in Attachment A hereto, and

WHEREAS, the Lessor has heretofore entered into that certain Master Leasing Agreement dated as of December 1, 1983 (filed with the Interstate Commerce Commission ("ICC") on December 23, 1983 and assigned recordation number 14229-A), as amended by Rider No. 1, dated as of January 1, 1985 (filed with the ICC on June 5, 1985 and assigned recordation number 14229-C), Rider No. 2, dated as of February 1, 1986, and Rider No. 3, dated as of July 1, 1986 (filed with the ICC on August 7, 1986 and assigned recordation number 14229-G), between Southern Pacific Transportation Company as lessee and First Security Bank of Utah, National Association, not individually but solely as Owner-Trustee under BLC Trust No. 92-1, as assignee of BLC Corporation, in accordance with the Acknowledgement of Assignment and Agreement dated as of February 25, 1992, as lessor, (the "**Lease**"), providing for the lease of the Units to the Lessee.

NOW, THEREFORE, THIS AGREEMENT WITNESSETH: That, for good and valuable consideration, the receipt of which is hereby acknowledged:

The Lessor hereby assigns, transfers and sets over to Helm-Atlantic all its right, title and interest in and to the Lease, as it pertains to the Units and all of the rights, powers, privileges and remedies of the Lessor thereunder.

IN WITNESS WHEREOF, the Lessor has executed this Assignment as of the date first above written.

First Security Bank of Utah,  
National Association, as Owner  
Trustee

By: *Dain W. Brown*

Title: Asst. Trust Officer

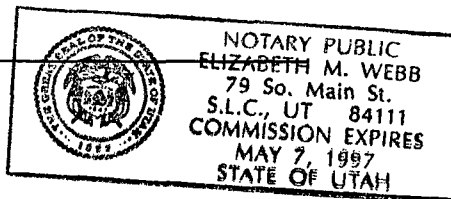
STATE OF UTAH                     )  
   ) §  
COUNTY OF SALT LAKE         )

On this <sup>1st Ex</sup> ~~29th~~ day of June, 1995, before me  
personally appeared Dain W. Brown, to me  
personally known, who, being by me duly sworn, says that he is an  
Assistant Trust Officer of First Security Bank of Utah, N.A., that said  
instrument was signed and sealed on behalf of said association by  
authority of its Board of Directors and he acknowledged that the  
execution of the foregoing instrument was the free act and deed  
of said association.

Elizabeth M. Webb  
Notary Public

My Commission Expires: \_\_\_\_\_

[Notarial Seal]



ATTACHMENT A

To the Assignment of Lease dated June 1, 1995 between First Security Bank of Utah, National Association as Owner Trustee under BLC Trust No. 92-1 and Helm-Atlantic Associates Limited Partnership

Description of Equipment:

Seventeen (17) EMD SD45-2 diesel electric locomotives; rebuilt by Southern Pacific Transportation Company in 1984.

<u>Locomotive Numbers:</u>	<u>Individual Leasing Record Number:</u>
SP 7561	228
7562	228
7563	228
7564	228
6774	256
6781	256
6782	256
6783	258
6784	258
6785	258
6786	259
6787	259
6788	260
6789	261
6790	262
6791	263
6792	263